

EXHIBIT

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AFFIDAVIT OF TIM DAWSON

STATE OF MISSISSIPPI
COUNTY OF HINDS

PERSONALLY APPEARED BEFORE ME, the undersigned authority for the jurisdiction aforesaid, TIM DAWSON, who, having been first duly sworn, stated on his oath the following:

1. My name is Tim Dawson. I am over the age of twenty-one, and I have personal knowledge of the matters stated in this affidavit.
2. I am an employee of Cal-Maine Foods, Inc. in Jackson, Mississippi. I hold the position of Chief Financial Officer for Cal-Maine Foods, Inc.
3. Cal-Maine Foods, Inc. is a Delaware corporation. It is in the business of producing shell eggs for market.
4. As of July 25, 2009, Benton County Foods, LLC ("BCF") is a wholly owned subsidiary of Cal-Maine Foods, Inc. BCF is an Arkansas limited liability company. It was chartered on April 4, 2007. It is a commercial shell egg operation located in Benton County, Arkansas. It operates within the Illinois River Watershed.
5. Cal-Maine Foods, Inc. and BCF are operated as the separate entities they are. BCF maintains its own payroll records. Cal-Maine Foods, Inc. handles the physical check writing for BCF as it does for all Cal-Maine Foods, Inc. subsidiaries, but all BCF's payroll and invoice checks are written on BCF's separate bank account in Arkansas. BCF debt servicing is separate from that of Cal-Maine Foods, Inc. BCF purchases its baby chicks from Cal-Maine Foods, Inc. BCF purchases its own supplies with its own funds. In the past, BCF supplied its own feed from its own feed mill, but Cal-Maine Foods, Inc. is presently in the process of buying the feed mill from BCF. Once the purchase is completed, BCF will purchase its feed from Cal-Maine Foods, Inc. BCF has its own

board of directors, maintains its own records, pays its own taxes, and is operated exclusively by BCF employees.

6. One Cal-Maine Foods, Inc. employee, Steve Storm, has supervisory responsibility over the operations of BCF. It is Mr. Storm's responsibility to protect Cal-Maine Foods, Inc.'s investment in BCF. Mr. Storm visits BCF approximately six times a year.

7. And further, affiant sayeth not.

Timothy A. Dawson
Tim Dawson

SWORN AND SUBSCRIBED BEFORE ME, this 31st day of July, 2009.

Donna R May
Notary Public

My Commission Expires:

